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Counsel to the Debtors and  
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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

----- x  
In re: : Chapter 11  
:   
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
:   
Debtors. : Jointly Administered  
----- x

**SUPPLEMENTAL ORDER SUSTAINING DEBTORS' FIFTY-SIXTH OMNIBUS  
OBJECTION TO CLAIMS (DISALLOWANCE OF CERTAIN ALLEGED  
ADMINISTRATIVE EXPENSES ON ACCOUNT OF EMPLOYEE OBLIGATIONS)**

Upon the objection (the "Objection")<sup>1</sup> of the  
Debtors for entry of an order, pursuant to Bankruptcy Code  
sections 105, 502 and 503, Bankruptcy Rule 3007, and Local

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

Rule 3007-1, seeking, among other things, that the Claims specifically identified on Exhibit B attached to the Objection be disallowed; and it appearing that notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it appearing that certain Claimants filed a response to the Objection; and it appearing that a hearing on the merits was held on March 8, 2010 and March 25, 2010; and it appearing that the relief requested in the Objection is in the best interest of the Debtors, their estates and creditors and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Objection is SUSTAINED.
2. The Claims identified on Exhibit A attached hereto and incorporated herein are disallowed as administrative expense claims and reclassified to general unsecured claims as set forth on Exhibit A.
3. To the extent any of the agreements allegedly giving rise to the Claims are or were executory and they have been or are subsequently rejected by the Debtors, nothing in this Order shall prohibit a Claimant who filed a

Claim from filing a rejection damages claim (as a priority claim or otherwise) by the applicable bar date or impair the Debtors' right to object to any such rejection damages claim that is filed on any ground that governing law permits. For the avoidance of doubt, nothing herein shall be deemed to extend any bar date.

4. The Debtors' rights to object to any claim, including (without limitation) the Claims, on any grounds that governing law permits and each claimant's right to contest such objection are not waived and are expressly reserved.

5. With respect to the Claims, this Order shall control over the Order on Debtors' Fifty-Sixth Omnibus Objection to Claims (Disallowance of Certain Alleged Administrative Expenses on Account of Employee Obligations) (Docket No. 6071).

6. The Debtors shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before seven (7) days from the entry of this Order.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia

\_\_\_\_\_, 2010

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HONORABLE KEVIN R. HUENNEKENS  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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Ian S. Fredericks, Esq.  
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- and -

/s/ Douglas M. Foley  
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
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Counsel to the Debtors and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*						CLAIM AS MODIFIED					
Claim: 14336 Date Filed: 06/23/2009 Docketed Total: \$1,000,000.00 Filing Creditor Name and Address: BESANKO BRUCE H 191 FARMINGTON RD LONGMEADOW, MA 01106	Claim Holder Name and Address BESANKO BRUCE H 191 FARMINGTON RD LONGMEADOW, MA 01106  <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,000,000.00						Case Number: 08-35653 Docketed Total: \$1,000,000.00  <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,000,000.00					
Claim: 14337 Date Filed: 06/23/2009 Docketed Total: \$2,203,668.90 Filing Creditor Name and Address: BESANKO BRUCE H 191 FARMINGTON RD LONGMEADOW, MA 01106	Claim Holder Name and Address BESANKO BRUCE H 191 FARMINGTON RD LONGMEADOW, MA 01106  <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$2,203,668.90						Case Number: 08-35653 Docketed Total: \$2,203,668.90  <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$2,203,668.90					
Claim: 14236 Date Filed: 06/30/2009 Docketed Total: \$40,000.00 Filing Creditor Name and Address: BRADLEY, THOMAS C 2801 SAVAGE VIEW DR MIDLOTHIAN, VA 23112	Claim Holder Name and Address BRADLEY, THOMAS C 2801 SAVAGE VIEW DR MIDLOTHIAN, VA 23112  <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$40,000.00						Case Number: 08-35653 Docketed Total: \$40,000.00  <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$40,000.00					
Claim: 14238 Date Filed: 06/30/2009 Docketed Total: \$40,000.00 Filing Creditor Name and Address: BRADLEY, THOMAS C 2801 SAVAGE VIEW DR MIDLOTHIAN, VA 23112	Claim Holder Name and Address BRADLEY, THOMAS C 2801 SAVAGE VIEW DR MIDLOTHIAN, VA 23112  <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$40,000.00						Case Number: 08-35653 Docketed Total: \$40,000.00  <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$40,000.00					

\* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*						CLAIM AS MODIFIED					
Claim: 14240 Date Filed: 06/30/2009 Docketed Total: \$40,000.00 Filing Creditor Name and Address: BRADLEY, THOMAS C 2801 SAVAGE VIEW DR MIDLOTHIAN, VA 23112	Claim Holder Name and Address BRADLEY, THOMAS C 2801 SAVAGE VIEW DR MIDLOTHIAN, VA 23112			Case Number:	08-35653		Case Number:			08-35653		
	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>
				\$40,000.00					\$40,000.00			
Claim: 13936 Date Filed: 06/29/2009 Docketed Total: \$1,502,166.00 Filing Creditor Name and Address: BREITENBECHER, KELLY SANDS ANDERSON MARKS & MILLER PC 801 E MAIN ST STE 1800 PO BOX 1998 RICHMOND, VA 23218-1998	Claim Holder Name and Address BREITENBECHER, KELLY SANDS ANDERSON MARKS & MILLER PC 801 E MAIN ST STE 1800 PO BOX 1998 RICHMOND, VA 23218-1998			Case Number:	08-35653		Case Number:			08-35653		
	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>
				\$1,502,166.00					\$1,502,166.00			
Claim: 14365 Date Filed: 06/23/2009 Docketed Total: \$20,000.00 Filing Creditor Name and Address: FAY LAWRENCE 2500 MAPLE HALL CT MIDLOTHIAN, VA 23113	Claim Holder Name and Address FAY LAWRENCE 2500 MAPLE HALL CT MIDLOTHIAN, VA 23113			Case Number:	08-35653		Case Number:			08-35653		
	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>
				\$20,000.00					\$20,000.00			
Claim: 13622 Date Filed: 06/26/2009 Docketed Total: \$0.00 Filing Creditor Name and Address: FRANCIS E TELEGADAS 8204 YOLANDA RD RICHMOND, VA 23229	Claim Holder Name and Address FRANCIS E TELEGADAS 8204 YOLANDA RD RICHMOND, VA 23229			Case Number:	08-35653		Case Number:			08-35653		
	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>
				\$0.00					UNL			

\* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*						CLAIM AS MODIFIED					
Claim: 13885 Date Filed: 06/29/2009 Docketed Total: \$270,000.00 Filing Creditor Name and Address: GEITH, JON C CANFIELD BAER LLP 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230	Claim Holder Name and Address GEITH, JON C CANFIELD BAER LLP 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230			Case Number:	08-35653	Docketed Total:	\$270,000.00	Case Number:	08-35653	Modified Total:	\$270,000.00	
	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>
			\$270,000.00									\$270,000.00
Claim: 14025 Date Filed: 06/29/2009 Docketed Total: \$93,120.00 Filing Creditor Name and Address: GEITH, JON C CANFIELD BAER LLP 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230	Claim Holder Name and Address GEITH, JON C CANFIELD BAER LLP 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230			Case Number:	08-35653	Docketed Total:	\$93,120.00	Case Number:	08-35653	Modified Total:	\$93,120.00	
	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>
			\$93,120.00									\$93,120.00
Claim: 14173 Date Filed: 06/29/2009 Docketed Total: \$125,000.00 Filing Creditor Name and Address: GEITH, JON C CANFIELD BAER LLP 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230	Claim Holder Name and Address GEITH, JON C CANFIELD BAER LLP 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230			Case Number:	08-35653	Docketed Total:	\$125,000.00	Case Number:	08-35653	Modified Total:	\$125,000.00	
	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>
			\$125,000.00									\$125,000.00
Claim: 13879 Date Filed: 06/29/2009 Docketed Total: \$657,814.00 Filing Creditor Name and Address: JEFF MCDONALD 5540 QUAIL RIDGE TER CHESTERFIELD, VA 23832	Claim Holder Name and Address JEFF MCDONALD 5540 QUAIL RIDGE TER CHESTERFIELD, VA 23832			Case Number:	08-35653	Docketed Total:	\$657,814.00	Case Number:	08-35653	Modified Total:	\$657,814.00	
	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>
			\$657,814.00									\$657,814.00

\* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*						CLAIM AS MODIFIED					
Claim: 14011 Date Filed: 06/29/2009 Docketed Total: \$125,000.00 Filing Creditor Name and Address: LAMBERT GAFFNEY, LAURIE 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230	Claim Holder Name and Address  LAMBERT GAFFNEY, LAURIE 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230	Case Number:  08-35653	Docketed Total:  \$125,000.00				Case Number:  08-35653	Modified Total:  \$125,000.00				
	<u>503(b)(9)</u> <u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	\$125,000.00	<u>503(b)(9)</u> <u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	\$125,000.00
Claim: 13803 Date Filed: 06/26/2009 Docketed Total: \$40,000.00 Filing Creditor Name and Address: LINDA H CASTLE 5601 HUNTERS GLEN DR GLEN ALLEN, VA 23059	Claim Holder Name and Address  LINDA H CASTLE 5601 HUNTERS GLEN DR GLEN ALLEN, VA 23059	Case Number:  08-35653	Docketed Total:  \$40,000.00				Case Number:  08-35653	Modified Total:  \$40,000.00				
	<u>503(b)(9)</u> <u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	\$40,000.00	<u>503(b)(9)</u> <u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	\$40,000.00
Claim: 14107 Date Filed: 06/30/2009 Docketed Total: \$15,000.00 Filing Creditor Name and Address: MICHAEL D GOODE 4537 MOCKINGBIRD LN MAIDEN, NC 28650	Claim Holder Name and Address  MICHAEL D GOODE 4537 MOCKINGBIRD LN MAIDEN, NC 28650	Case Number:  08-35653	Docketed Total:  \$15,000.00				Case Number:  08-35653	Modified Total:  \$15,000.00				
	<u>503(b)(9)</u> <u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	\$15,000.00	<u>503(b)(9)</u> <u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	\$15,000.00
Claim: 13967 Date Filed: 06/29/2009 Docketed Total: \$40,000.00 Filing Creditor Name and Address: RAMSEY, DANIEL W 7405 THREE CHOPT RD RICHMOND, VA 23226	Claim Holder Name and Address  RAMSEY, DANIEL W 7405 THREE CHOPT RD RICHMOND, VA 23226	Case Number:  08-35653	Docketed Total:  \$40,000.00				Case Number:  08-35653	Modified Total:  \$40,000.00				
	<u>503(b)(9)</u> <u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	\$40,000.00	<u>503(b)(9)</u> <u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	\$40,000.00

\* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*						CLAIM AS MODIFIED						
Claim: 13321 Date Filed: 06/11/2009 Docketed Total: \$20,000.00 Filing Creditor Name and Address: SALON RICHARD E 1350 AUTUMN BREEZE DR OILVILLE, VA 23129	Claim Holder Name and Address SALON RICHARD E 1350 AUTUMN BREEZE DR OILVILLE, VA 23129			Case Number:	08-35653	Docketed Total:	\$20,000.00	Case Number:	08-35653	Modified Total:	\$20,000.00		
	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>		<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>
				\$20,000.00									\$20,000.00
Claim: 13833 Date Filed: 06/29/2009 Docketed Total: \$40,000.00 Filing Creditor Name and Address: SCOTT D MAINWARING 5608 BELSTEAD LN GLEN ALLEN, VA 23059	Claim Holder Name and Address SCOTT D MAINWARING 5608 BELSTEAD LN GLEN ALLEN, VA 23059			Case Number:	08-35653	Docketed Total:	\$40,000.00	Case Number:	08-35653	Modified Total:	\$40,000.00		
	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>		<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>
				\$40,000.00									\$40,000.00
Claim: 14159 Date Filed: 06/30/2009 Docketed Total: \$15,000.00 Filing Creditor Name and Address: TOLLIVER, DAVID W 3100 H WESTBURY LAKE DR CHARLOTTE, NC 28269	Claim Holder Name and Address TOLLIVER, DAVID W 3100 H WESTBURY LAKE DR CHARLOTTE, NC 28269			Case Number:	08-35653	Docketed Total:	\$15,000.00	Case Number:	08-35653	Modified Total:	\$15,000.00		
	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>		<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>
				\$15,000.00									\$15,000.00
Claim: 13948 Date Filed: 06/30/2009 Docketed Total: \$62,500.00 Filing Creditor Name and Address: VONBECHMANN, DAWN W SPOTTS FAIN PC 411 E FRANKLIN ST STE 600 RICHMOND, VA 23219	Claim Holder Name and Address VONBECHMANN, DAWN W SPOTTS FAIN PC 411 E FRANKLIN ST STE 600 RICHMOND, VA 23219			Case Number:	08-35653	Docketed Total:	\$62,500.00	Case Number:	08-35653	Modified Total:	\$62,500.00		
	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>		<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>
				\$62,500.00									\$62,500.00

\* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*						CLAIM AS MODIFIED						
Claim: 13959 Date Filed: 06/30/2009 Docketed Total: \$260,000.00 Filing Creditor Name and Address: WIMMER JR, JAMES H CHRISTIAN & BARTON LLP 909 E MAIN ST STE 1200 RICHMOND, VA 23219	Claim Holder Name and Address WIMMER JR, JAMES H CHRISTIAN & BARTON LLP 909 E MAIN ST STE 1200 RICHMOND, VA 23219						Case Number: 08-35653	Docketed Total: <b>\$260,000.00</b>	Case Number: 08-35653	Modified Total: <b>\$260,000.00</b>			
	<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>			<u>503(b)(9)</u>	<u>Reclamation</u>	<u>Admin</u>	<u>Secured</u>	<u>Priority</u>

\* "UNL" denotes an unliquidated claim.